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**ROMA GROUP LIMITED**

**羅馬集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

**PROPOSED SHARE CONSOLIDATION;  
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND  
PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS  
SHARES FOR EVERY TWO CONSOLIDATED SHARES  
HELD ON THE RECORD DATE**

**Financial adviser to the Company**



**英皇融資有限公司**  
Emperor Capital Limited

**Underwriter to the Rights Issue**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

**PROPOSED SHARE CONSOLIDATION**

The Board proposes to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every four issued and unissued Existing Shares of par value of HK\$0.016 each into one Consolidated Share of par value of HK\$0.064 each.

\* For identification purpose only

As at the date of this announcement, the authorised share capital of the Company is HK\$80,000,000 divided into 5,000,000,000 Existing Shares of HK\$0.016 each, of which 4,999,853,300 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased between the date of this announcement and the date of the EGM, immediately after the Share Consolidation becoming effective and before completion of the Rights Issue, the authorised share capital of the Company will become HK\$80,000,000 divided into 1,250,000,000 Consolidated Shares of HK\$0.064 each, of which 1,249,963,325 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

The Company proposes to increase the Company's authorised share capital (on the basis of the Share Consolidation having become effective) from HK\$80,000,000 divided into 1,250,000,000 Consolidated Shares to HK\$576,000,000 divided into 9,000,000,000 Consolidated Shares by the creation of an additional 7,750,000,000 unissued Consolidated Shares. The Increase in Authorised Share Capital is subject to and conditional upon the Share Consolidation becoming effective and the passing of an ordinary resolution by the Shareholders at the EGM approving the same.

### **PROPOSED RIGHTS ISSUE**

The Board proposes, subject to, amongst others, the Share Consolidation and the Increase in Authorised Share Capital becoming effective, to implement the Rights Issue on the basis of three Rights Shares for every two Consolidated Shares held on the Record Date at the Subscription Price of HK\$0.15 per Rights Share, to raise approximately HK\$281.2 million before expenses (assuming no further Shares will be issued or repurchased on or before the Record Date) by way of the issue of 1,874,944,986 Rights Shares.

The Company will provisionally allot to the Qualifying Shareholders three Rights Shares in nil-paid form for every two Consolidated Shares in issue and held on the Record Date. The Rights Issue will not be available to the Non-Qualifying Shareholders.

The estimated net proceeds of the Rights Issue will be approximately HK\$257.5 million (assuming no further Shares will be issued or repurchased on or before the Record Date), which are intended to be used as to approximately HK\$135 million for expanding the Group's existing financing services business, approximately HK\$90 million for future investment opportunities to be identified (including but not limited to acquiring similar business for expansion), and the remaining balance for general working capital of the Group.

The Rights Issue is fully underwritten by Emperor Securities. Pursuant to the Underwriting Agreement, Emperor Securities has conditionally agreed to underwrite the 1,874,944,986 Rights Shares, subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfillment of the conditions precedent contained therein. Details of the major terms and conditions of the Underwriting Agreement are set out in the section headed "The Underwriting Agreement" in this announcement.

**The Rights Issue is conditional, inter alia, upon fulfillment of the conditions set out under the section headed “Conditions of the Rights Issue” of this announcement. In particular, the Rights Issue is subject to the Underwriter not terminating or rescinding the Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or potential investors contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled (and the date of the Underwriter’s right of termination or rescission of the Underwriting Agreement ceases) will bear the risk that the Rights Issue could not become unconditional and may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

### **GEM LISTING RULES IMPLICATIONS**

Pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is conditional on, among other things, the approval by the Independent Shareholders at the EGM at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue and the transactions contemplated thereunder. As at the date of this announcement, the Company does not have any controlling Shareholder. Therefore, Dr. Cheung Wai Bun, Charles, *J.P.*, Ms. Chan Hong Nei, Connie and Mr. Yue Kwai Wa Ken (being the executive Directors), Mr. Yim Wai Ning (being the non-executive Director) and their respective associates shall abstain from voting in favour of the resolution in relation to the Rights Issue and the transactions contemplated thereunder at the EGM. As at the date of this announcement, Dr. Cheung Wai bun, Charles, *J.P.*, Ms. Chan Hong Nei, Connie, Mr. Yue Kwai Wa Ken, Mr. Yim Wai Ning do not have any shareholding interest in the Company.

### **GENERAL**

An Independent Board Committee consisting of all the independent non-executive Directors of the Company will be established to make recommendation to the Independent Shareholders in respect of the Rights Issue. An independent financial adviser will be appointed to advise the Independent Board Committee and Independent Shareholders in relation to the Rights Issue.

The Circular containing, among other matters, (i) further details of the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice of the EGM will be despatched to the Shareholders on or before Thursday, 31 August 2017.

Upon passing of the necessary resolutions by the Independent Shareholders at the EGM approving the Rights Issue and the Share Consolidation and the Increase in Authorised Share Capital becoming effective, the Prospectus Documents will be despatched to the Qualifying Shareholders on or before Tuesday, 10 October 2017 whereas the Prospectus will be despatched to the Non-Qualifying Shareholders for information only.

## **WARNING OF THE RISKS OF DEALING IN EXISTING SHARES, CONSOLIDATED SHARES AND RIGHTS SHARES**

**The Consolidated Shares will be dealt in on an ex-rights basis from Wednesday, 27 September 2017. Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 12 October 2017 to Thursday, 19 October 2017 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable) or the Underwriting Agreement is terminated or rescinded by the Underwriter, the Rights Issue will not proceed.**

**Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from Thursday, 12 October 2017 to Thursday, 19 October 2017 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in the Existing Shares or the Consolidated Shares up to the date when the conditions of the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriter's right of termination or rescission of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Thursday, 12 October 2017 to Thursday, 19 October 2017 (both dates inclusive) will accordingly bear the risk that the Rights Issue could not become unconditional or does not proceed.**

## **PROPOSED SHARE CONSOLIDATION**

The Board proposes to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every four issued and unissued Existing Shares of par value of HK\$0.016 each into one Consolidated Share of par value of HK\$0.064 each.

### **Effects of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company is HK\$80,000,000 divided into 5,000,000,000 Existing Shares of HK\$0.016 each, of which 4,999,853,300 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased between the date of this announcement and the date of the EGM, immediately after the Share Consolidation becoming effective and before completion of the Rights Issue, the authorised share capital of the Company will become HK\$80,000,000 divided into 1,250,000,000 Consolidated Shares of HK\$0.064 each, of which 1,249,963,325 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue. The Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Any fractional Consolidated Share to which an individual Shareholder is entitled to will not be issued by the Company to such Shareholders, but will be aggregated, sold (if a premium, net of expenses, can be obtained) and retained for the benefit of the Company. Any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled.

Save for the necessary expenses for the implementation of the Share Consolidation which are expected to be insignificant in the context of the net asset value of the Company, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company or the interests and rights of the Shareholders.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

As at the date of this announcement, the Existing Shares were traded on the Stock Exchange in board lots size of 20,000 Existing Shares. Following the Share Consolidation becoming effective, the Consolidated Shares will continue to be traded in board lots of 20,000 Consolidated Shares.

As at the date of this announcement, the Company does not have any outstanding convertible securities, options or warrants in issue which would otherwise confer any right to subscribe for, convert or exchange into the Existing Shares.

### **Conditions and expected effective date of the Share Consolidation**

The Share Consolidation is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders approving the Share Consolidation at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue.

Assuming the above conditions are fulfilled, it is expected that the Share Consolidation will become effective on Tuesday, 26 September 2017.

### **Reasons for the Share Consolidation**

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Existing Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares and reduce the overall transaction costs of dealing in the Consolidated Shares. The Share Consolidation will also provide flexibility for equity fund raising of the Company in the future and facilitate the Rights Issue. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company and the Shareholders as a whole.

## **Free exchange of Share certificates**

Subject to the Share Consolidation becoming effective, Shareholders may, from Tuesday, 26 September 2017 to Friday, 3 November 2017 (both days inclusive), submit certificates for the Existing Shares to the Registrar for exchange, at the expense of the Company, for certificates for the Consolidated Shares. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of the higher of HK\$2.50 or such other amount as may from time to time be specified by the Stock Exchange for each certificate issued or cancelled. Certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for the Consolidated Shares at any time at the expense of the Shareholders. The colour of the new share certificates for the Consolidated Shares will be announced by the Company in due course.

## **Odd lots arrangements and matching services**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares, the Company will procure an agent to stand in the market to provide matching services for the odd lots of the Consolidated Shares on a best effort basis. Further details in respect of the odd lots arrangement and new share certificates will be set out in the Circular.

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

The Company proposes to increase the Company's authorised share capital (on the basis of the Share Consolidation having become effective) from HK\$80,000,000 divided into 1,250,000,000 Consolidated Shares to HK\$576,000,000 divided into 9,000,000,000 Consolidated Shares by the creation of an additional 7,750,000,000 unissued Consolidated Shares. The Increase in Authorised Share Capital is subject to and conditional upon the Share Consolidation becoming effective and the passing of an ordinary resolution by the Shareholders at the EGM approving the same.

## **PROPOSED RIGHTS ISSUE**

The Rights Issue is proposed to take place after and is conditional upon the Share Consolidation and the Increase in Authorised Share Capital becoming effective.

### **Issue statistics**

Basis of the Rights Issue	:	Three Rights Shares for every two Consolidated Shares held on the Record Date
Subscription Price	:	HK\$0.15 per Rights Share
Number of Shares in issue as at the date of this announcement	:	4,999,853,300 Existing Shares (equivalent to 1,249,963,325 Consolidated Shares assuming the Share Consolidation becomes effective)
Number of Rights Shares	:	1,874,944,986 Rights Shares (assuming no further Shares will be issued or repurchased on or before the Record Date)



Number of Consolidated Shares in issue upon completion of the Rights Issues	:	3,124,908,311 Consolidated Shares
Amount to be raised	:	Approximately HK\$281.2 million before expenses
Right of excess applications	:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment

As at the date of this announcement, the Company does not have any outstanding convertible securities, options or warrants in issue which would otherwise confer any right to subscribe for, convert or exchange into the Existing Shares.

### **Qualifying Shareholder**

To qualify for the Rights Issue, a Shareholder must:

- (i) be registered as a member of the Company at the close of business on the Record Date; and
- (ii) be a Qualifying Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, transfer documents (together with the relevant share certificates) must be lodged with the Registrar no later than 4:30 p.m. on Thursday, 28 September 2017.

### **Closure of register of members**

The register of members of the Company will be closed from Friday, 29 September 2017 to Monday, 9 October 2017 (both dates inclusive) for determining the entitlements to the Rights Issue. No transfer of Consolidated Shares will be registered during this period.

### **Basis of provisional allotments**

The basis of the provisional allotment shall be three Rights Shares (in nil-paid form) for every two Consolidated Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment shall be made by completing a PAL and lodging the same with remittance for the Rights Shares being applied for with the Registrar by 4:00 p.m. on Tuesday, 24 October 2017.

### **Rights of Overseas Shareholders (if any)**

The Prospectus Documents are not intended to be registered or filed under the securities legislation of any jurisdiction other than Hong Kong.

The Company will comply with Rule 17.41 of the GEM Listing Rules and make enquiries regarding the feasibility of extending the offer of the Rights Shares to Overseas Shareholders. If based on legal opinions provided by the legal advisers to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to any Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place of registered address or the requirements of the relevant overseas regulatory body or stock exchange in that place, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, of more than HK\$100 will be paid to the Non-Qualifying Shareholders pro-rata to their shareholdings held at the Record Date. In light of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares, and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares, will be made available for excess applications by Qualifying Shareholders under the EAF(s).

### **Subscription Price**

The Subscription Price is HK\$0.15 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (a) a discount of approximately 34.21% to the equivalent closing price of HK\$0.228 per Consolidated Share based on the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Share Consolidation;
- (b) a discount of approximately 17.13% to the theoretical ex-rights price of approximately HK\$0.181 per Consolidated Share based on the closing price of HK\$0.057 per Existing Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Share Consolidation; and
- (c) a discount of approximately 34.78% to the equivalent average closing price of approximately HK\$0.230 per Consolidated Share based on the average closing price per Existing Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day and adjusted taking into account the effect of the Share Consolidation.



The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to the market price of the Existing Shares and the prevailing market conditions and taking into consideration the effect of the Share Consolidation. The Directors (other than the members of the Independent Board Committee who will form their view after receiving and considering the advice from the Independent Financial Adviser) consider that the terms of the Rights Issue, including the Subscription Price which has been set at a reasonable discount to the recent closing prices of the Existing Shares with an objective of encouraging Shareholders to take up their entitlements so as to participate in the potential growth of the Company in the future, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net subscription price per Rights Share will be approximately HK\$0.14.

### **Status of the Rights Shares**

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Consolidated Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares.

### **Share certificates and refund cheques for the Rights Issue**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on or about Wednesday, 1 November 2017 by ordinary post to the allottees, at their own risk, to their registered addresses. Each Shareholder will receive one share certificate for all allotted Rights Shares. Refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be sent on or about Wednesday, 1 November 2017 by ordinary post to the applicants, at their own risk, to their registered addresses.

### **Application for excess Rights Shares**

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted.

Application for excess Rights Shares can be made only by duly completing and signing the EAF (in accordance with the instructions printed therein) and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by 4:00 p.m. on Tuesday, 24 October 2017. The Directors will allocate the excess Rights Shares at their discretion on a fair and equitable basis and as far as practicable on the following principles.

1. Subject to the availability of sufficient excess Rights Shares, preference may be given to applications for less than a board lot of Rights Shares where they appear to the Directors that such applications are made to top up odd-lot holdings to whole-lot holdings and that such applications are not made with the intention to abuse this mechanism.

2. After applying the principle in (1) above, the remaining excess Rights Shares, if any (if preference is given) or all excess Rights Shares (if no preference is given) will be allocated on a pro-rata basis with reference to the number of excess Rights Shares applied for by the relevant Qualifying Shareholders, with flexibility to round up to whole board lots at the discretion of the Directors.

In the event that the Company discovered that certain excess applications may have been made with the intention to abuse the mechanism under principle (1) above, the Board reserves the rights and absolute discretion to reject any excess application which appears to them to be made with intention to abuse the top up odd lots mechanism while other applications are not affected and will be allocated according to the above principles (1) and (2).

Shareholders with Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually. Shareholders with Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of their relevant Shares under the names of the beneficial owners prior to the Record Date for the purpose of the Rights Issue. Shareholders and investors should consult their professional advisers if they are in doubt as to their status.

### **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy or any other applicable fees and charges in Hong Kong.

## **THE UNDERWRITING AGREEMENT**

On 14 August 2017 (after trading hours), the Company and Emperor Securities entered into the Underwriting Agreement in respect of the underwriting arrangement for the Rights Issue. The principal terms of the Underwriting Agreement are as follows:

Date	:	14 August 2017
Underwriter	:	Emperor Securities
Total number of Rights Shares being underwritten by the Underwriter	:	1,874,944,986 Rights Shares (assuming no Shares will be issued or repurchased by the Company on or before the Record Date)
Commission	:	Emperor Securities shall receive 7% of the aggregate Subscription Price of the number of Rights Shares underwritten by it

The Rights Issue is fully underwritten by Emperor Securities pursuant to the Underwriting Agreement

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter by reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The Board (other than the members of the Independent Board Committee who will form their view after reviewing and considering the advice from the independent financial adviser) considers the terms of the Underwriting Agreement including the commission rate are fair and reasonable so far as the Company and the Shareholders are concerned.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Emperor Securities, and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules).

### **Termination of the Underwriting Agreement**

If, prior to the Latest Time for Termination, one or more of the following events or matters shall occur, arise, exist, or come into effect:

- (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of the Underwriting Agreement;
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing the Underwriting Agreement) of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets;

- (iii) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group;
- (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement;
- (v) after signing of the Underwriting Agreement, there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in Shares or Consolidated Shares (as the case may be) generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise;
- (vi) there is, after signing of the Underwriting Agreement, any change or any development involving a prospective change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the People's Republic of China or other jurisdiction relevant to any member of the Group and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs; or
- (vii) the Circular and/or the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company,

which is or are in the absolute opinion of the Underwriter:

- (a) likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole; or
- (b) likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares taken up; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by serving a notice in writing to terminate the Underwriting Agreement if prior to the Latest Time for Termination:

- (i) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of any of the Underwriter; or
- (ii) any Specified Event comes to the knowledge of any of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

Upon giving of such notice pursuant to the Underwriting Agreement, all obligations of the Underwriter and the Company under the Underwriting Agreement shall cease and determine (without prejudice to the rights of any party in respect of antecedent breach) provided that the Company shall remain liable to pay to the Underwriter such fees and expenses (other than the underwriting commission) payable by the Company pursuant to the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):

- (I) the passing by the Shareholders (or where appropriate, Independent Shareholders) at the EGM of ordinary resolutions to approve inter alia, (i) the Share Consolidation; (ii) the Increase in Authorised Capital; and (iii) the Underwriting Agreement and the Rights Issue (including, but not limited to, the exclusion of the offer of the Rights Issue to the Non-Qualifying Shareholders); and the transactions contemplated thereunder by no later than the Posting Date;
- (II) the Share Consolidation and the Increase in Authorised Share Capital becoming effective;
- (III) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked listing of and permission to deal in the Consolidated Shares;
- (IV) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);
- (V) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Registrar of Companies in Hong Kong by no later than the Posting Date;
- (VI) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Posting Date;
- (VII) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination; and
- (VIII) there being no breach of the undertakings and obligations of the Company under the terms of the Underwriting Agreement.

The conditions precedent set out in paragraphs (I) to (VII) are incapable of being waived by the Underwriter and the Company. The Underwriter may waive the condition precedent set out in paragraph (VIII) in whole or in part by written notice to the Company.

If the conditions precedent set out in the above paragraphs are not satisfied (or, if applicable waived in whole or in part by the Underwriter) by the respective time and dates specified therein or if no time and date is specified by no later than the latest time for acceptance of the Rights Issue (or such other time as may be extended by the Underwriter (as permitted

under the relevant legal and regulatory requirements)) and/or the condition precedent (VIII) does not remain fulfilled (unless waived by the Underwriter) up to the Latest Time for Termination, the Underwriting Agreement shall terminate (save in respect of the provisions in relation to fees and expenses payable to the Underwriter, indemnity, notices and governing law and any rights or obligations which may have accrued under the Underwriting Agreement prior to such termination) and no party will have any claim against any other party for costs, damages, compensation or otherwise, and the Rights Issue will not proceed. The Irrevocable Undertaking shall lapse upon the termination of the Underwriting Agreement.

**EXPECTED TIMETABLE**

The expected timetable for the Share Consolidation and the Rights Issue is set out below. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

<b>Event</b>	<b>Date</b>
Expected date of despatch of the Circular in relation to the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue to the Shareholders together with notice of EGM and proxy form for EGM.....	Thursday, 31 August 2017
Latest time for lodging transfer of Shares to qualify for attendance and voting at the EGM.....	4:30 p.m. on Monday, 18 September 2017
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive).....	From Tuesday, 19 September 2017 to Monday, 25 September 2017
Latest time for lodging proxy forms for the EGM.....	11:00 a.m. on Saturday, 23 September 2017
Record date for attendance and voting at the EGM .....	Monday, 25 September 2017
Expected date and time of the EGM to approve the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue .....	11:00 a.m. on Monday, 25 September 2017



<b>Event</b>	<b>Date</b>
Announcement of the poll result of the EGM .....	Monday, 25 September 2017
Effective date of the Share Consolidation and the Increase in Authorized Share Capital.....	Tuesday, 26 September 2017
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Tuesday, 26 September 2017
Original counter for trading in the Existing Shares (in board lots of 20,000 Shares) to be closed.....	9:00 a.m. on Tuesday, 26 September 2017
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in form of existing share certificates) to be opened .....	9:00 a.m. on Tuesday, 26 September 2017
First date of free exchange of existing certificates for the Existing Shares into new share certificates for the Consolidated Shares .....	Tuesday, 26 September 2017
Last day of dealings in the Consolidated Shares on cum-rights basis.....	Tuesday, 26 September 2017
First day of dealings in the Consolidated Shares on ex-rights basis.....	Wednesday, 27 September 2017
Latest time for lodging transfer of the Shares in order to be qualified for the Rights Issue.....	4:30 p.m. on Thursday, 28 September 2017
Closure of register of members to determine the eligibility of the Rights Issue (both dates inclusive) .....	From Friday, 29 September 2017 to Monday, 9 October 2017
Record Date for the Rights Issue.....	Monday, 9 October 2017
Prospectus Documents expected to be despatched.....	Tuesday, 10 October 2017
First day of dealings in nil-paid Rights Shares.....	Thursday, 12 October 2017
Original counter for trading in the Consolidated Shares (in board lots of 20,000 Consolidated Shares in the form of new share certificates for the Consolidated Shares) reopens.....	Thursday, 12 October 2017

<b>Event</b>	<b>Date</b>
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....	9:00 a.m. on Thursday, 12 October 2017
Parallel trading in Consolidated Shares (in the form of new and existing certificates) commences.....	9:00 a.m. on Thursday, 12 October 2017
Latest time for splitting of nil-paid Rights Shares.....	4:30 p.m. on Monday, 16 October 2017
Last day of dealings in nil-paid Rights Shares .....	Thursday, 19 October 2017
Latest time for acceptance of, and payment for, the Rights Shares and application for excess Rights Shares.....	4:00 p.m. on Tuesday, 24 October 2017
Latest time for termination of the Underwriting Agreement.....	4:00 p.m. on Friday, 27 October 2017
Announcement of result of the Right Issue.....	Tuesday, 31 October 2017
Refund cheques for wholly and partially unsuccessful applications for excess Rights Shares expected to be posted on or before.....	Wednesday, 1 November 2017
Certificates for the Rights Shares expected to be despatched on or before .....	Wednesday, 1 November 2017
Temporary counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in form of existing share certificates) to be closed.....	4:00 p.m. on Wednesday, 1 November 2017
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends.....	4:00 p.m. on Wednesday, 1 November 2017
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....	4:00 p.m. on Wednesday, 1 November 2017
Dealings in fully-paid Rights Shares and commence.....	9:00 a.m. on Thursday, 2 November 2017
Last day for free exchange of existing share certificates for new share certificates.....	Friday, 3 November 2017

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon the Share Consolidation becoming effective; and (iii) immediately after completion of the Rights Issue (assuming no further Shares will be issued or repurchased from the date of this announcement and up to the Record Date):

	As at the date of this announcement		Immediately after the Share Consolidation becoming effective		Assuming all Shareholders take up the Rights Shares		Immediately after completion of the Rights Issue Assuming no Shareholder takes up the Rights Shares and the Underwriter fully takes up the Underwritten Shares	
	no. of Shares	%	no. of Shares	%	no. of Shares	%	no. of Shares	%
Aperto	1,023,000,000	20.46	255,750,000	20.46	639,375,000	20.46	255,750,000	8.18
Emperor Securities (Note)	—	—	—	—	—	—	1,874,944,986	60.00
Other Public Shareholders	<u>3,976,853,300</u>	<u>79.54</u>	<u>994,213,325</u>	<u>79.54</u>	<u>2,485,533,311</u>	<u>79.54</u>	<u>994,213,325</u>	<u>31.82</u>
Total	<u>4,999,853,300</u>	<u>100.00</u>	<u>1,249,963,325</u>	<u>100.00</u>	<u>3,124,908,311</u>	<u>100.00</u>	<u>3,124,908,311</u>	<u>100.00</u>

*Notes:* In circumstances where the Rights Issue were to become unconditional and Emperor Securities was obliged to take up Underwritten Shares in their entirety, the commitment would extend to a stake of approximately 60.00% in the share capital of the Company as enlarged by the issue of the Rights Shares. Emperor Securities undertakes in the Underwriting Agreement that Emperor Securities will use its best endeavour to procure that each of the ultimate subscribers or purchasers procured by it or any of its sub-underwriters will not (together with each of the respective parties acting in concert or any of their respective connected persons or associates) hold in aggregate 30% or more of the voting rights of the Company immediately after the Rights Issue.

## REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of valuation and technical advisory services and financing services in Hong Kong.

The gross proceeds of the Rights Issue will be approximately HK\$281.2 million. The estimated net proceeds from the Rights Issue after deducting all necessary expenses will be approximately HK\$257.5 million. The Company will allocate approximately HK\$135 million of the estimated net proceeds for expanding the Group's existing financing services business by increasing the loan portfolio to capture the excess demand of the Group's financing services. In order to prepare for the increasing size of the business, the Group will strengthen the team for provision of financing services by increasing headcounts with appropriate qualification and sufficient market experience in handling the Group's increasing loan portfolio.

The Company will allocate approximately HK\$90 million of the estimated net proceeds for future investment opportunities to be identified, including but not limited to acquiring similar businesses for expansion. The primary aim of the acquisitions is to broaden the market shares of the Group's existing businesses and thus increase the revenue base of the Group. The Company intends to spend i) approximately HK\$50 million for expansion and/or enhancement of the Group's valuation and advisory businesses, including but not limited to acquiring reputable and sizeable valuation and/or advisory firm to enhance the market share in valuation and advisory industry in Hong Kong and expand the current valuation and advisory businesses by recruiting specialists to improve the valuation and advisory services performance; and ii) approximately HK\$40 million for expanding financing services business by acquiring firm of similar business nature and/or loan portfolio in order to immediately increase the market presence for the Group and improve the resource and competitiveness in the provision of financing services business of the Group. The Company will also consider any other opportunities to be identified by the Group which align with the Group's then existing businesses for further expansion.

The Directors consider the Rights Issue can provide the Company with flexibility and ability to capture any appropriate investment opportunities promptly when they arise in the near future. The Company expects to commence negotiation process with potential sellers for acquiring potential business within three months after the completion of the Rights Issue and to complete the first acquisition utilizing at least HK\$35 million of the proceeds from the Rights Issue by the first quarter of 2018. As at the date of this announcement, no such investment opportunities have been identified.

The remaining balance of HK\$30.7 million will be applied for general working capital of the Group.

The Directors consider that it is appropriate to propose the Rights Issue as a means of fund raising for the Group's future expansion. The Directors also consider that the terms of the Rights Issue, including the Subscription Price and the rate of the underwriting commission, are fair and reasonable based on current market conditions. Accordingly, the Board considers that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

#### **FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS**

The Company has not conducted other equity fund raising exercise in the 12 months immediately preceding the date of this announcement.

## **GEM LISTING RULES IMPLICATIONS**

Pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is conditional on, among other things, the approval by the Independent Shareholders at the EGM at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue and the transactions contemplated thereunder. As at the date of this announcement, the Company does not have any controlling Shareholder. Therefore, Dr. Cheung Wai Bun, Charles, *J.P.*, Ms. Chan Hong Nei, Connie, Mr. Yue Kwai Wa Ken (being the executive Directors) and Mr. Yim Wai Ning (being the non-executive Director) and their respective associates shall abstain from voting in favour of the resolution in relation to the Rights Issue and the transactions contemplated thereunder at the EGM. As at the date of this announcement, Dr. Cheung Wai Bun, Charles, *J.P.*, Ms. Chan Hong Nei, Connie, Mr. Yue Kwai Wa Ken and Mr. Yim Wai Ning do not have any shareholding interest in the Company.

## **GENERAL**

An Independent Board Committee consisting of all the independent non-executive Directors of the Company will be established to make recommendation to the Independent Shareholders in respect of the Rights Issue. An independent financial adviser will be appointed to advise the Independent Board Committee and Independent Shareholders in relation to the Rights Issue.

The Circular containing, among other matters, (i) further details of the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice of the EGM will be despatched to the Shareholders on or before Thursday, 31 August 2017.

Upon passing of the necessary resolution by the Independent Shareholders at the EGM approving the Rights Issue, and the Share Consolidation and the Increase in Authorised Share Capital becoming effective, the Prospectus Documents will be despatched to the Qualifying Shareholders on or before Tuesday, 10 October 2017 whereas the Prospectus will be despatched to the Non-Qualifying Shareholders for information only.

## **WARNING OF THE RISKS OF DEALING IN EXISTING SHARES, CONSOLIDATED SHARES AND RIGHTS SHARES**

**The Consolidated Shares will be dealt in on an ex-rights basis from Wednesday, 27 September 2017. Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 12 October 2017 to Thursday, 19 October 2017 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable) or the Underwriting Agreement is terminated or rescinded by the Underwriter, the Rights Issue will not proceed.**

**Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from Thursday, 12 October 2017 to Thursday, 19 October 2017 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in the Existing Shares or the Consolidated Shares up to the date when the conditions of the Rights Issue are fulfilled or waived (as applicable) (and the date on which the Underwriter's right of termination or rescission of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Thursday, 12 October 2017 to Thursday, 19 October 2017 (both dates inclusive) will accordingly bear the risk that the Rights Issue could not become unconditional or does not proceed.**

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

- “Aperto” : Aperto Investments Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is legally and beneficially owned by Mr. Luk Kee Yan Kelvin
- “associate(s)” : has the meaning ascribed thereto under the GEM Listing Rules
- “Board” : the board of Directors
- “Business Day(s)” : a day (excluding Saturday and Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
- “CCASS” : the Central Clearing and Settlement System established and operated by HKSCC



“Circular”	:	the circular to be despatched to the Shareholders giving details of the Share Consolidation, the Increase in Authorised Share Capital, the Rights Issue and containing the notice of the EGM
“Company”	:	Roma Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM (stock code: 8072)
“Consolidated Share(s)”	:	ordinary share(s) of par value of HK\$0.064 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	:	the director(s) of the Company
“EAF”	:	the excess application form(s) to be issued in connection with the Rights Issue
“EGM”	:	the extraordinary general meeting of the Company to be convened and held to consider, among other things, the Share Consolidation, the Increase in Authorised Share Capital and the Rights Issue
“Emperor Securities”	:	Emperor Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance, being the underwriter of the Rights Issue
“Existing Share(s)”	:	the ordinary share(s) of par value of HK\$0.016 each in the share capital of the Company before the Share Consolidation becoming effective
“GEM”	:	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	:	the Rules Governing the Listing of Securities on GEM
“Group”	:	the Company and its subsidiaries
“HKSCC”	:	Hong Kong Securities Clearing Company Limited
“Hong Kong”	:	The Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”		Subject to the Share Consolidation becoming effective, the increase of authorised share capital of the Company from HK\$80,000,000 divided into 1,250,000,000 Consolidated Shares to HK\$576,000,000 divided into 9,000,000,000 Consolidated Shares by the creation of an additional 7,750,000,000 Consolidated Shares

“Independent Board Committee”	:	the independent board committee of the Company to be constituted by all the independent non-executive Directors for the purpose of giving recommendation to the Independent Shareholders on the Rights Issue
“Independent Shareholders”	:	the Shareholders who are not required under the GEM Listing Rules to abstain from voting on the resolution approving the Rights Issue at the EGM
“Last Trading Day”	:	14 August 2017, being the last full trading day of the Shares on the GEM Board prior to the release of this announcement
“Latest Time for Termination”	:	4:00 p.m. on the third business day after the latest time for acceptance of the Rights Issue or such other time as may be agreed between the Company and the Underwriter
“Non-Qualifying Shareholder(s)”	:	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	:	the Shareholder(s) (whose names appear on the register of members of the Company at the close of business on the Record Date) with registered address(es) outside Hong Kong
“PAL”	:	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Posting Date”	:	10 October 2017 or such other date as the Underwriter may agree in writing with the Company, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders
“Prospectus”	:	the prospectus to be issued by the Company in relation to the Rights Issue
“Prospectus Documents”	:	together, the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	:	Tuesday, 10 October 2017 or such other date as the Underwriter may agree in writing with the Company, being the date of posting of the Prospectus Documents by the Company to the Qualifying Shareholders

“Qualifying Shareholder(s)”	:	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business on the Record Date, other than those Non-Qualifying Shareholders, if any
“Record Date”	:	Monday, 9 October 2017, the record date to determine entitlements to the Rights Issue
“Registrar”	:	Tricor Investor Services Limited, branch share registrar and transfer office of the Company in Hong Kong
“Rights Issue”	:	the issue of 1,874,944,986 Rights Shares at the Subscription Price on the basis of three Rights Shares for every two Consolidated Shares held on the Record Date payable in full on acceptance
“Rights Share(s)”	:	new Consolidated Share(s) to be allotted and issued in respect of the Rights Issue
“Share(s)”	:	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	:	the proposed consolidation of every four issued and unissued Shares of HK\$0.016 each into one Consolidated Share of HK\$0.064 each
“Shareholder(s)”	:	holder(s) of the Share(s) or the Consolidated Share(s)
“Specified Event”	:	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which render any of the warranties contained in the Underwriting Agreement untrue, inaccurate or misleading
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“Subscription Price”	:	the subscription price of HK\$0.15 per Rights Share
“Takeovers Code”	:	the Code on Takeovers and Mergers
“Underwriter”	:	Emperor Securities
“Underwriting Agreement”	:	the underwriting agreement entered into between the Company and Emperor Securities dated 14 August 2017 in relation to the Rights Issue
“Underwritten Shares”	:	1,874,944,986 Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement

“HK\$” : Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board  
**Roma Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director and Company Secretary*

Hong Kong, 14 August 2017

*As at the date of this announcement, the executive Directors are Dr. Cheung Wai Bun, Charles, J.P., Ms. Chan Hong Nei, Connie and Mr. Yue, Kwai Wa Ken, the non-executive Director is Mr. Yim Wai Ning, and the independent non-executive Directors are Mr. Choi Wai Tong, Winton, Mr. Ko, Wai Lun Warren and Mr. Wong, Tat Keung.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at [www.romagroup.com](http://www.romagroup.com).*